IN THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF VIRGINIA Alexandria Division

SOUTHWEST AIRLINES CO.,	
Plaintiff,)) Civ. Action No. 1:12cv00062-LO-TRJ
v.)
HILTON HHONORS WORLDWIDE, L.L.C.,	
Defendant.	

HILTON HHONORS WORLDWIDE, L.L.C.'S MOTION TO DISMISS

Defendant Hilton HHonors Worldwide, L.L.C. ("Hilton"), by counsel and pursuant to Federal Rule of Civil Procedure 12(b)(6) and Local Civil Rule 7, respectfully moves this Court to dismiss the claims against it asserted in the Complaint filed by Southwest Airlines Co. The reasons for this motion are set forth in the accompanying Memorandum in Support of Motion to Dismiss filed contemporaneously herewith and incorporated by reference.

WHEREFORE, Hilton respectfully requests that this action be dismissed for failure to state a claim upon which relief can be granted.

Dated: February 24, 2012

Respectfully submitted,

/s/ John D. Wilburn

John D. Wilburn (VSB # 41141)
Michelle D. Gambino (VSB # 70708)
Stephen Mulligan (VSB #78858)
McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, Virginia 22102
Phone: (703) 712-5000
Fax: (703) 712-5050
jwilburn@mcguirewoods.com

Counsel for Defendant Hilton HHonors Worldwide, L.L.C.

CERTIFICATE OF SERVICE

I, the undersigned, electronically filed the foregoing with the Clerk of Court using the

CM/ECF system, which will send a copy of the foregoing this 24th day of February, 2012 to:

Karla L. Palmer Hyman Phelps & McNamara, PC 700 Thirteenth Street, N.W., Suite 1200 Washington, DC 20005 Tel: (202) 737-5600

Fax: (202) 737-9329 kpalmer@hpm.com

I further certify that I caused copies of the foregoing to be sent via United States mail to the following:

Brett D. Jaffe
Lawrence J. Lee
Matthew V. Povolny
Cohen & Gresser LLP
800 Third Avenue
New York, NY 10022
Tel: (212) 957-7600
Fax: (212) 957-4514
bjaffe@cohengresser.com
llee@cohengresser.com
mpovolny@cohengresser.com

Attorneys for Plaintiff Southwest Airlines Co.

/s/ John D. Wilburn

John D. Wilburn (VSB # 41141) McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 Tysons Corner, Virginia 22102

Phone: (703) 712-5000 Fax: (703) 712-5050

jwilburn@mcguirewoods.com